OPEN KNOWLEDGE

APPROVED Board Minutes

14th September, 2016

A meeting of the Open Knowledge International (OKI) Board was held in London and virtually via GoToMeeting on 14th September, 2016.

Present: Karin Christiansen (KC) - Chair, Tim Hubbard (TH) and Helen Turvey (HT) via Gotomeeting
Observing: Pavel Richter (PR), Mark Gibbs (MG), Paul Walsh (PW), Sebastian Moleski (SM) - for Viderum agenda items, Andrew Clarke (AC) (attend in place of Martin Tisne) and Franka Vaughan (FV) for minutes
Apologies: Jane Silber (JS), Martin Tisne

Agenda

1. Review minutes and actions of last meeting
2. CEO Update
3. COO Update including Financial Update
4. 2017 DRAFT Budget
5. Project Update
    a. School of Data: Transitioning towards Network Ownership
6. Overview of Tech Department
7. Viderum Update
8. AOB
9. Actions Arising

Papers/Docs Shared

- 11th May, 2016 Board Meeting Minutes DRAFT
- 9th March, 2016 Board Meeting Minutes DRAFT
- 13th January, 2016 Board Meeting Minutes DRAFT
- OKI August Profit & Loss Sheet

- OKI August Balance Sheet
- OKI 2017 DRAFT Budget
- "School of Data: Transitioning towards Network Ownership" doc
- Slides

Minutes

1. Review of minutes & actions of last meeting [Chair]

The Minutes of the last three meetings (11th May, 9th March, and 13th January) were reviewed and approved in principle, with an action for the Board to review in detail and sign off by Friday, 16th September, 2016 so they can be submitted to the Auditors.

ACTION: FV to send an email to the board on Friday to confirm the Minutes review and initiate an e-approval vote.

Actions from previous meeting

- [SM] Share Viderum Business plan, including addressing the following points from the budget proposal discussion:
    - Sales staffing and general sales approach in view of limited/no external funding
    - Cash-flow plans and mitigation strategies eliminating/minimizing OKI's exposure to potential cash shortfalls at Viderum
    - Road to scalability and self-sufficiency
- [Board] Send feedback on Viderum mission statement to SM - **done**
- [KC] Introduce SM to Federico & Will Perrin - **done**
- [HT] Send [PR] the names & positions of members of the Omidyar Investment Committee before [PR] meets them - **done**
- [Board] Review ToC again for feedback by the end of May - **done**
- [Board] Give feedback to Pavel regarding how to make best use of Rufus's tremendous intellect & vision, & advice about how to manage relationship - **ongoing**
- [MG] Provide for next meeting - P&L against year-to-date actual, against budget and against forecast; also narrative reporting closely aligned ie goals, milestones & deliverables- **done**
- [MG] Send to Board Financials in Excel or Open Spreadsheet Format not PDF - **done**
- [NL] Share April finance sheets with Board - **done**
- [SvdW] Send list of projects not captured because they don't fit into the ToC to Board - **done**
- [KC & SvdW] Connect regarding Omidyar project about joined-up data with Development Initiatives & PWYF - similar set of issues - everage £400K in this space possible - **done**
- [KC] Introduce SvdW & Rupert - **done**
- [HT] Meet Pavel to discuss and share funding networks and monitoring & evaluation processes - **done**

2. CEO Update

PR issued an update on the following:

- Meeting with the Arnold Foundation in Houston regarding funding for Phase II of the OpenTrials project and relationship issues between OKI and Arnold;
    - We will present to them 2 separate scenarios with different levels of funding going forward; one scenario will be what OpenTrials can achieve with less funding and the second showing what the project can achieve with much more funding
    - Feedback from the Arnold team suggest they are very impressed with the project; the meeting also facilitated a working relationship with OKI (CEO) and Arnold's Relationship Manager
    - TH: how does that (improved relationship between OKI & Arnold) relate/help with OKI's relationship with Ben Goldacre?
    - PR: feedback from Emma (Project Manager for OpenTrials) suggest that OKI's current relationship with Ben Goldacre is much smoother; Ben G's earlier concerns were about the financial impact of Phase II on his role; we want to engage with Ben Goldacre and understand what he wants out of the project and work with him since OKI can't have a relationship with Arnold Foundation without him.

- Preparation towards a presentation on OKI's mission, plan and financials for the Omidyar Network Investment Committee on 28th of September

- Redesigning Portfolio Director Role;
    - Sander's absence and unwillingness to take up any leadership role upon his return prompted the need to rethink the gaps within the organization
    - HT: How does Jonathan Gray taking up an offer at Bath University affect OKI's work?
    - PR: [Provided a background to Jonathan Gray leaving OKI] Danny has taken over Jonathan's role (leading the research department) and is doing a good job. Happy to re-hire Jonathan when he is ready to return to OKI.
    - HT: Are there any challenges or worries about a gap relating to the absence of Jonathan and Sander considering their skill set and years of working experience with OKI?
    - PR: No gaps with the daily operations of OKI but there are gaps in terms of strategic planning & direction setting and the bigger picture - part of the reason for the redesigning of the Portfolio Manager role. We need a strong candidate in open data & openness with domain expertise on OKI's payroll
    - ACTION: MG to send TH OKI's current organogram
    - ACTION: PR to send Job/Role Description of Portfolio Director to Board

3. COO Update including Financial Update

MG presented an update on his findings/actions to date [refer to slides for MG's presentation]:

- New ruling about revenue recognition (FRS 102), initiating concerns regarding paying capital gains tax over OKI grants which could cost over £100K;
    - OKI is no longer liable to capital gains tax, an agreement that was reached after discussions with Buzzacott (Auditors) to classify the capital gains tax as donations
- Saved £42K by reversing corporate tax through the use of unrestricted and restricted funds for EU Grants - ensure this is covered within OKI's SAG (overhead expense)
- Ongoing discussions with Buzzacott (Auditors) with regards to Year End accounts
- High Salary losses realised due to Brexit with respect to International employees salaries, resolved for now by agreeing a pre Brexit fixed exchange rate for key employees.
    - PW for example lost about 15% of salary since he is paid in Israel while PR lost close to 19-20% of salary
- Brexit resulted in a gain of close to £36k due to exchange rates
- ACTION: MG to send to Board the updated DRAFT Accounts reflecting the income recognition (capital gains tax)
- Pensions on track for boarding by end of October; working with Buzzacott as adviser; reviewed 4 different plans, we've chosen a plan which can be adjusted with time.
- Professional Employment Organization (PEO) discussions ongoing; this is to support key OKI employees who are hired on contractual basis because of OKI's location; working on what different scenarios we can adopt
- Charity Status Update (open source and advocacy); initial response not positive, OKI perceived as activist with political interest- this view is deduced from OKI's website and from the application submitted
    - Submitted a letter to Charity Commission explaining OKI's work and projects as a first option, if this fails then we will re-apply
- ACTION: FV to add OKI Charity Status an agenda item for Nov Board meeting

4. 2017 Budget DRAFT

PR & MG presented the draft 2017 budget to inquire from the Board about the format/template used;

- ACTION: MG Provide a pivot table for the budget
- ACTION: MG Provide an explanation doc for the codes & acronyms used in the budget or change the language
- KC: Present the budget in standard format eg. in terms of columns, we need budgeted/expenditure, percentage deviance, quarterly numbers etc.
- ACTION: KC & MG to have a chat offline to sort out her concerns with the budget- aggregation of certain digits, classification etc.

[MG Left meeting]

5. Project Update

PR issued an update on OKI projects including licences issues around OpenTrials, and its launch as part of the World Health Summit in Berlin on 10th October; OpenSpending launching its first pilot project with Mexico's Ministry of Finance to standardise and visualise government budget data; Global Open Data Index, African Open Data Collaboration Fund (AODC) & Direct Support, and School of Data (ScoDa). [refer to slides]

Regarding ScoDa;

- ScoDa's Steering Committee submitted a progress report to OKI Board regarding the setting up of an independent structure for ScoDa; and requesting an approval from the Board for the principles outlined in A,B,C & D, and the next immediate steps envisaged in 1,2 & 3 in the doc: ***"School of Data: Transitioning towards Network Ownership"***
- We are setting up a structure for ScoDa to eventually become more independent and have its Steering Committee control its direction
- After consultations with Marco (Project Manager for ScoDa) and MG about the best solution to setting up a structure for ScoDa, the most viable option is to set up a UK-base company to run ScoDa. This will be own by OKI and allow us to incorporate other members of the Steering Committee and other partner organizations. However, OKI's role is still up for development and negotiation.
- ACTION: TH Share articles on spinning-out projects out of NGOs with Pavel
- KC: there is the need for a formal process of review to ensure that it is working, actively using ScoDa as a test to explore; As a Board we need some legal advice on how such subsidiary stuff works. An organization having subsidiaries is okay but how are we as a Board legally responsible for the activities of those subsidiaries etc. We might need to future proof this against Charity Status.
- ACTION: HT Share contact of lawyer (who can explain the legal implications of the Board & subsidiary related issues) with PR

6. Overview of Tech Department

PW presented an update on the Technical Delivery Team at OKI [refer to slides]

7. Viderum Update

SM presented an update [refer to slides]

8. AOB

- KC working for Viderum
    - KC: There is a suggestion that I help out with the UK business development side of Viderum as it's heavily focused on local government; the endgame is a UK

hire as i am not considering the position in the long term. This is clearly an issue; with the Chair working for a subsidiary of the organization whose Board she chairs. We need to check what the legal implications are: issues regarding line management, the probability of the Chair having to absent herself from certain conversations if they are perceived as a conflict of interest etc. If the legal aspect works out; will the board in principle be ok?
    - HT: is this a contract position or a volunteer; and for how long?
    - KC/SM: It's a contract; a short-term contract with maximum of 6 months
    - HT: happy with the idea in principle thus if the legal aspect works etc...
    - KC: We need to explore this in reference to OKI becoming a Charity?
    - ACTION: KC/PR/MG to talk to the lawyer recommended by HT about OKI becoming a Charity, and the legal implications of that with KC being employed by Viderum.

- Publication of Board Minutes
    - ACTION: PR to send out argument/proposal for publication of Minutes

9. Actions Arising

- [FV] Send an email to the board on Friday to confirm the Minutes review and initiate an e-approval vote.
- [FV] Add OKI Charity Status an agenda item for Nov Board meeting
- [PR] Send to Board and OKI leadership team argument regarding the publication of Minutes
- [PR] Send Job/Role Description of Portfolio Director to Board
- [MG] Send TH OKI's current organogram
- [MG] Send to Board the updated DRAFT Accounts reflecting the income recognition (capital gains tax)
- [MG] Provide a pivot table for the budget
- [MG] Provide an explanation doc for the codes & acronyms used in the budget
- [MG] to send to Board the updated DRAFT Accounts reflecting the income recognition (capital gains tax)
- [KC] & [MG] Have a chat offline to sort out her concerns with the budget- aggregation of certain digits, classification etc.
- [TH] Share articles on spinning-out projects out of NGOs with PR
- [HT] Share contact of lawyer (who can explain the legal implications of the Board & subsidiary related issues) with PR
- [KC/PR/MG] to talk to the lawyer recommended by HT about OKI becoming a Charity, and the legal implications of that with KC being employed by Viderum.